

EXHIBIT 5

IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

SCOTT EASOM, ADRIAN)
HOWARD AND JOHN NAU on)
behalf of themselves and)
on behalf of all others)
similarly situated,)
)
Plaintiffs,)
)
vs.) CIVIL ACTION NO. 4:20-CV-02995
)
US WELL SERVICES, LLC)
)
Defendants.)

ORAL DEPOSITION

KYLE PATRICK O'NEILL

January 10, 2023

ORAL DEPOSITION OF KYLE PATRICK O'NEILL,
produced as a witness at the instance of the
Plaintiff and duly sworn, was taken in the
above-styled and numbered cause on the 10th day of
January, 2023, from 10:03 a.m. to 1:26 p.m., before
Terrilyn Paul Crowley, Certified Shorthand Reporter
in and for the State of Texas, reported by a Texas
certified machine shorthand reporter at the offices
of McDonald Worley, P.C., 1770 St. James Place,
Suite 420, Houston, Texas, pursuant to the Federal
Rules of Civil Procedure and the provisions stated on
the record or attached hereto.

Page 14

1 (Exhibit 1 marked)
 2 Q. Mr. O'Neill, is the first page -- I'll give
 3 you a minute to review, but I want to make sure we're
 4 on the same page, literally. Does it start at 263 at
 5 the very bottom?
 6 A. Yes.
 7 Q. Take a moment to review that.
 8 A. Okay.
 9 Q. Have you seen these organizational charts
 10 before?
 11 A. Yes.
 12 Q. Were these the organizational charts that
 13 you referred to earlier that you said you saw in the
 14 file while you were preparing for your deposition?
 15 A. Yes.
 16 MR. KORN: Did you look through all of
 17 them?
 18 THE WITNESS: No, not yet.
 19 MR. KORN: I want to make sure you do.
 20 Q. Just let me know when you're ready.
 21 A. (Reviewing document). Okay.
 22 Q. If you can now flip to Page 264, I believe
 23 it's the second page. You'll see a name at the
 24 bottom left Sam Aman, and it says NE technical
 25 manager?

Page 15

1 A. Yes.
 2 Q. What does NE stand for?
 3 A. Northeast.
 4 Q. And what is the purpose for designating an
 5 area as northeast?
 6 A. The company's operations -- we had a big
 7 chunk of our operations that were in what's called
 8 the Marcellus and the Utica Basin. That's all
 9 through Pennsylvania, West Virginia, a little bit
 10 into Ohio. So we had multiple fleets -- at various
 11 sometimes multiple fleets working in that area and
 12 had multiple locations.
 13 But it was all kind of -- we broke up
 14 the country or the -- yeah, the company between the
 15 northeast which was, you know, in that area and the
 16 southwest which was really Texas.
 17 Q. And for the northeast region that the
 18 company divided its operations into, which states
 19 were included?
 20 A. Be Pennsylvania, Ohio, West Virginia. I
 21 think that's it.
 22 Q. And what are -- I see that according to
 23 this organizational chart, which for the record at
 24 the top right it says operations. You see that?
 25 A. Yes.

Page 16

1 Q. First of all, what does that mean in the
 2 jargon used by the company, operations?
 3 A. These were the folks that were managing
 4 the -- what the company was physically doing out in
 5 the field for customers.
 6 So this encompasses the actual
 7 operations of the equipment, the maintenance of that
 8 equipment, the engineering that goes along with being
 9 able to monitor a job and then our chief technology
 10 officer who is in charge of designing and building
 11 our equipment.
 12 Q. Does operations also refer to the physical
 13 laborers who are out in the field doing the work?
 14 A. Yes.
 15 Q. And what were the general responsibilities
 16 of the northeast technical manager Sam Aman?
 17 A. I don't know.
 18 Q. Do you know who Sam Aman is?
 19 A. I don't.
 20 Q. Have you ever heard his name?
 21 A. Yes.
 22 Q. Do you know what -- putting aside Sam Aman,
 23 do you know what a technical manager does?
 24 A. Not exactly.
 25 Q. What is your best understanding?

Page 17

1 A. They're essentially engineers. They
 2 monitor all the -- a lot of the technical aspects of
 3 the business, but I don't have the technical
 4 understanding to know exactly what they do.
 5 Q. If you could flip to Page 266. You'll
 6 notice at the top right corner it says finance
 7 department?
 8 A. Yep.
 9 Q. Again, just for the record, we're on
 10 Exhibit 1 which is a series of organizational charts,
 11 and we're looking at the one that's called finance
 12 department.
 13 You've seen this before?
 14 A. Yes, I have.
 15 Q. And, in fact, your name appears at the very
 16 top, right?
 17 A. Yes.
 18 Q. And this was the chart that accurately
 19 reflected the positions of people held at the company
 20 during the first quarter of 2020?
 21 MR. KORN: Object to form.
 22 But you can answer, if you can.
 23 A. It's dated at the bottom as of January 1st,
 24 2020, so it's accurate as of then. I'm not sure if
 25 this was the exact org chart for the entire first

1 quarter.

2 Q. Do you know if and when the org chart --
3 any of these organizational charts were modified at
4 any point during 2020?

5 A. I don't know exactly when they would have
6 been modified.

7 Q. But they were modified?

8 A. I'm sure they were, yes.

9 Q. What were your responsibilities as the
10 chief financial officer?

11 A. I was in charge of all the financial
12 reporting of the company, the financial -- keeping
13 the books and records, filing public financials, and
14 the director of internal audit also reported to me.

15 Q. Can you say the last part again?

16 A. The director of internal audit, you know,
17 we had someone that would go through and check our
18 policies and procedures and make sure that we didn't
19 have any deficiencies in our -- in the way we kept
20 track of, you know, money, essentially.

21 Q. I'll come back to that.

22 MR. KORN: While you're looking, can
23 we reflect that a new person came in the room for the
24 record.

25 MR. ASSAAD: Gabriel Assaad.

1 Q. And is the reason why the company separated
2 the northeast region from the Texas region for the
3 health, safety and environmental department the same
4 reason why it did so for the operations department?

5 MR. KORN: Object to the form.

6 A. I don't know exactly why we organized it
7 that way. I would assume it was, yeah, because it's
8 easier -- given the geographic locations, it was --
9 it's just easier to have those two areas grouped
10 together.

11 Q. So the northeast region here for the HSE
12 department also includes Ohio, West Virginia and
13 Pennsylvania?

14 A. Correct.

15 Q. If you can go to 271, the next page. This
16 organizational chart refers to the human resources
17 department. Do you see that at the top right?

18 A. Yes.

19 Q. Do you know who Dean Fullerton is?

20 A. Yes.

21 Q. Incidentally, did you review any deposition
22 transcripts in preparation for your deposition today?

23 A. No.

24 Q. Did you speak with Mr. Fullerton about his
25 deposition?

1 Q. If you could please turn to Page 270 of
2 Exhibit 1. Do you see at the top it says HSE
3 department?

4 A. Yes.

5 Q. And does that stand for health, safety and
6 environmental?

7 A. Yes.

8 Q. And what does the health, safety and
9 environmental department do?

10 A. They keep track of all of our training
11 programs. They keep track of kind of our safety
12 protocols or SOPs or standard operating procedures.
13 Yeah, I mean, I think that's -- that's my
14 understanding of kind of what that department does.

15 Q. Are they also responsible for making sure
16 that the company and its employees comply with all
17 safety and health regulations?

18 A. I believe so.

19 Q. If you look at the chart here, it follows
20 the operational chart in that on the left side it has
21 a Tommy Grierson in the northeast region HSE manager.
22 Did I read that correctly?

23 A. Uh-huh.

24 Q. Yes?

25 A. Yes. Sorry.

1 A. No.

2 Q. Did you speak with anyone outside the
3 presence of counsel about their deposition?

4 A. No.

5 Q. Going back to the human resources
6 department organizational chart, did the company also
7 divide the human resources into a separate region for
8 the -- Pennsylvania, Ohio and West Virginia?

9 MR. KORN: Object to the form.

10 A. According to this org chart, yes, it looks
11 like it.

12 Q. And the person in charge, at least as of
13 the time this organizational chart was created for
14 the northeast -- pardon me. The northeast regional
15 HR manager at the time this chart was created was
16 Sarah Sopko, correct?

17 A. Correct.

18 Q. Generally what is your understanding of
19 what the HR is responsible for?

20 A. Managing all the employee-related
21 administrative tasks and hiring, the benefits,
22 payroll, et cetera.

23 Q. Terminations?

24 A. Yes.

25 Q. And just as before, the northeast region

1 includes Pennsylvania, Ohio and West Virginia?
 2 A. Yes.
 3 Q. And was there a separate HR manager for
 4 other regions that the company divided the country
 5 into?
 6 A. It looks like West Texas.
 7 Q. That was Michelle Rohmfeld?
 8 A. That's correct.
 9 Q. If you could go to 272, please. The top
 10 right corner says human resources fleet and DOT
 11 department. Can you shed a little light on the
 12 meaning of the fleet and DOT department?
 13 A. Yes. So this group was responsible for
 14 keeping track of all of our equipment and trucks and
 15 trailers, making sure that everything was properly
 16 ensured, registration statements were current, you
 17 know, making sure that we had inspections or if we
 18 failed inspections, those things were corrected.
 19 They also handled dispatching crews to different
 20 sites and, you know, managed our fleet of drivers.
 21 Q. So let's see. It looks like there's also a
 22 northeast region DOT and dispatch supervisor,
 23 correct?
 24 A. That's correct.
 25 Q. That was Corey Mathny?

1 A. Yes.
 2 Q. And again, the northeast region included
 3 West Virginia, Pennsylvania and Ohio?
 4 A. Yes.
 5 Q. So the -- tell me if I have this right.
 6 I'm imagining that you have a fleet of truck drivers.
 7 True?
 8 A. We had some truck drivers, and we had a lot
 9 of third-party drivers as well.
 10 Q. Meaning nonemployees?
 11 A. Correct.
 12 Q. For the people that were employed by the
 13 company, it was Corey Mathny who is in charge of the
 14 fleet and the DOT department at least at the time
 15 this organizational chart was created?
 16 MR. KORN: Object to form.
 17 A. That's what it says here, yes.
 18 Q. And so it would be that -- it would be
 19 Corey or whoever held the northeast regional DOT
 20 dispatch supervisor position was the one who would be
 21 responsible for what you told me, the tracking
 22 equipment and trucks, registering, making sure the
 23 registrations are current, making sure inspections
 24 are current, dispatching crews and managing the
 25 fleet?

1 MR. KORN: Object to form.
 2 A. I don't know exactly what -- how they
 3 divided up all those different tasks amongst the
 4 different managers.
 5 Q. Is there anyone under Corey Matthew, the
 6 northeast region DOT and dispatch servicer, that you
 7 see there?
 8 A. I don't understand.
 9 Q. Well, some of these organizational charts
 10 have people working -- there's a line -- a vertical
 11 line beneath. For example, Katie Clark on the right
 12 side there. See her? Second to the top on the
 13 right.
 14 A. Oh, yeah.
 15 Q. Below her is the name Tiffanee Fuentes?
 16 A. Yep.
 17 Q. What I'm asking is: Under Corey Mathny for
 18 the northeast region dispatch supervisor, there's no
 19 other name under his name. True?
 20 A. Correct.
 21 MR. KORN: Object to the form.
 22 Q. There are positions identified under it
 23 that say dispatch, rig-up drivers and van drivers,
 24 right?
 25 A. Correct.

1 Q. But there are no proper names of people
 2 under any of those, right?
 3 A. Correct.
 4 Q. What you're saying is you're not familiar
 5 with how each one of those individual duties that you
 6 described earlier may have been divided among other
 7 people that work beneath Mr. Mathny?
 8 A. No, I'm not sure how those different tasks
 9 were divided between Mr. Mathny and his peers.
 10 Q. But what we do know from this chart is that
 11 the company had a single person as the northeast
 12 region DOT and dispatch supervisor, right?
 13 A. Correct.
 14 Q. If you could go to Page 274, please. What
 15 does it say in the top right corner of this page?
 16 A. Operations.
 17 Q. Now, we looked at another operations chart
 18 which was Page 264. Maybe you could set that one
 19 aside -- side by side to compare.
 20 A. Okay.
 21 Q. So on the organizational chart on Page 264
 22 shows Nathan Houston as the chief operating officer,
 23 correct?
 24 A. Correct.
 25 Q. And below him, one of the people identified

Page 26

Page 28

1 is Chuck Johnson, VP of operations?

2 A. Correct.

3 Q. And then if you flip to Page 274, you'll
4 see Chuck Johnson at the top of that organizational
5 tree?

6 A. Yes.

7 Q. What were -- is there any difference
8 between what you described earlier about operations
9 and the meaning of the word "operations" on Page 274?

10 A. 274, these are the folks that were directly
11 responsible for the employees and the equipment that
12 was out in the field doing the actual work.

13 Q. And then here I see there's a Stan Willis
14 who was the region operations manager for the
15 northeast region of the company?

16 A. Yes.

17 Q. And again, that's Ohio, Pennsylvania and
18 West Virginia?

19 A. Correct.

20 Q. And so according to this, he was the one
21 responsible for the employees, the fleet workers who
22 were out in the field?

23 A. Again, I don't know exactly how they
24 divided up responsibilities, but the two locations
25 that we were operating out of at the time, Jane Lew

1 question.

2 A. Don't know.

3 Q. Does that make sense why you would do it
4 that way?

5 MR. KORN: Object to form.

6 A. Again, I -- yeah, I mean, in general that
7 would make sense.

8 Q. And in practice, would the company assign
9 fleet workers who were working in, say, Pennsylvania
10 to then go work in West Virginia or Ohio?

11 MR. KORN: Object to the form of the
12 question. I don't think he's laid a predicate for
13 that.

14 But if you can answer, go ahead.

15 A. Can you rephrase that.

16 Q. Did the company ever assign workers who
17 finished working in Pennsylvania to go to Ohio or
18 West Virginia?

19 A. I'm sure we did, yes.

20 Q. And vice versa, from West Virginia to Ohio
21 and Pennsylvania?

22 A. Yes.

23 Q. If you could go to Page 280, please. What
24 does the top right say on Page 280?

25 A. Engineering department.

Page 27

Page 29

1 and Pennsylvania, those two district managers
2 reported up to Stan.

3 Q. Right. And this was for the northeast
4 region?

5 A. Correct.

6 Q. As distinct from the operations that were
7 in Texas, right?

8 A. That's correct.

9 Q. And were there times -- to get efficiencies
10 in the company, were there times when the company
11 would use equipment from, say, Jane Lew once a fleet
12 was done working there, take the equipment and move
13 it over to the operations in Pennsylvania?

14 MR. KORN: Object to the form of the
15 question.

16 A. Yes, all of our equipment has wheels on it,
17 so it's very easy to rotate, and everything's
18 interchangeable. So, you know, as things break down,
19 we can rotate equipment from one location to another.

20 Q. And is that one of the reasons why you have
21 a separate region, the northeast region of the
22 company, so that you can share equipment and labor
23 resources between those states because they're
24 geographically close?

25 MR. KORN: Object to the form of the

1 Q. Can you describe for us what the
2 engineering department does?

3 A. No, not really. Not an engineer.

4 Q. Pretend you're the CEO because you are and
5 you're talking to stockholders.

6 A. My best understanding of what these guys do
7 is they collect all the data associated with a
8 particular job. So they're tracking the amount of
9 sand, the amount of pressure, the kinds of pumps.
10 They're in constant communication with the company
11 man and our operations team monitoring the job to
12 make sure everything's going according to design.

13 And if any technical questions come
14 up, they're usually the folks that are most capable
15 of answering that, things that are chemical
16 composition or, you know, sand loadings, again
17 because these are terms that I've heard in my role as
18 a manager. I do not know exactly what they mean.

19 But they're the -- they're the guys
20 with the answers on-site.

21 Q. And did the company also divide the
22 engineering department into two regions, the
23 northeast region and the southwest region?

24 A. Looks that way, according to this sheet.

25 Q. And here it shows that the Sam Aman was the